

**PROCEEDINGS OF THE AGING RESOURCE CENTER OF BROWN COUNTY BY
LAWS COMMITTEE MEETING**

April 3, 2006

PRESENT: Dr. Donarski, Ethel Macaux, Judy Parrish, Tom Diedrick

ALSO PRESENT: Sunny Archambault

The meeting was called to order by Chairperson Dr. Donarski at 1:10 on Monday, April 3, 2006 at the Aging & Disability Resource Center of Brown County.

Adoption of Agenda: Ms. Macaux moved to adopt the agenda. Ms. Parrish seconded. **Motion Carried.**

Revision of By-Laws: The committee reviewed the by-laws and is recommending that the board consider the following changes (words deleted have strikethroughs; words added are in *italics and underlined*):

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AGING & DISABILITY RESOURCE CENTER OF BROWN COUNTY, INC.
BY-LAWS

ARTICLE I - NAME, AREA, LOCATION

Section 1. Name - The Aging & Disability Resource Center of Brown County, Inc.

Section 2. Area - The geographical area included in the jurisdiction of the Aging & Disability Resource Center shall be the County of Brown in the State of Wisconsin.

Section 3. Location - The principal office of the Aging & Disability Resource Center shall be located at 300 South Adams Street, Green Bay, or in such other place in the County as deemed necessary by the ~~membership~~ Board of Directors of the Aging & Disability Resource Center.

Section 4. Purpose - The purpose of the Aging & Disability Resource Center shall be to ensure that all areas of community life are available and accessible to ~~elder people~~ people who are older and adults with disabilities so they may have the opportunity to realize their full potential.

Section 5. Powers and Duties - The Board of Directors, hereinafter referred to as Board, shall be the principle governing body of the Aging & Disability Resource Center of Brown County. The ~~Board Aging & Disability Resource Center~~ shall have the following powers and duties:

- a. Receive, disburse and administer funds for services and programs for older people including those programs mandated by the Older Americans Act, the State of Wisconsin, and Brown County; assure that older persons have the opportunity to contribute to the cost of these programs.
- b. Develop and implement a three-year comprehensive, coordinated county aging plan, deliver, monitor and develop programs for older people with

annual revisions, incorporating and promoting the participation of older individuals.

- c. Collaborate with other community agencies providing services and programs for adults with disabilities.
- d. Give policy direction to staff to carry out activities consistent with the purpose of the Aging & Disability Resource Center.
- e. Review and approve proposals relating to matters affecting older people people who are older and adults with disabilities that are considered by the County Board.
- f. Provide information and referrals to individuals, groups and the community about the aging process, the needs, interests, circumstances and services available to older people people who are older and adults with disabilities.
- g. Work cooperatively with county service agencies in organizing, developing, modifying and expanding available services and programs for older people people who are older and adults with disabilities.
- h. Identify, encourage, and advocate for the development of opportunities which enable old people people who are older and adults with disabilities to fully contribute to the welfare of the community.
- i. Assure that the agency is in compliance with federal, state and county regulations.

ARTICLE II – BOARD MEMBERSHIP

Section 1. Membership – The board shall be composed of eleven (11) members, to be appointed by the County Executive and approved by the County Board, with a minimum of one (1) and a maximum of three (3) of those members to be County Board Supervisors, a minimum of six (6) members to be sixty (60) years or older, and a minimum of one (1) member with a physical disability, and one (1) member with developmental disabilities or their family members, guardians or advocates, and one (1) member with mental illness and/or substance abuse issues or their family members, guardians or advocates. The composition of the governing board ~~committee or commission~~ shall generally reflect the ethnic and economic diversity of the Aging and Disability Resource Center's service area.

Section 2. Terms of Office - Initially, there shall be three (3) three-year appointments, three (3) two-year appointments and three (3) one-year appointments. All subsequent appointments shall be for three (3) years. Board Aging & Disability Resource Center members shall not serve more than six (6) consecutive years. After a one-year interval, they may be reappointed.

Section 3. Vacancies - Vacancies due to resignation, death, removal or otherwise shall be filled by County Executive appointment with County Board approval and advice from the Board Aging & Disability Resource Center.

Section 4. Removal of Members - A member of the Board Aging & Disability Resource Center may be removed by the County Executive for cause. The Board Aging & Disability Resource Center may recommend such removal to the County Executive.

Section 5. Conflict of Interest - In order to avoid a conflict of interest, or the appearance of a conflict of interest, members of the Board Aging & Disability Resource Center may not be employees, agents or board members of an organization or agency that receives funds from the Aging & Disability Resource Center.

ARTICLE III - OFFICERS OF THE BOARD

Section 1. Officers - The officers shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer.

Section 2. Ad Hoc Nominating Committee - At the first meeting after the election of officers, an ad-hoc Nominating Committee comprised of three members will be elected by the Board. The nominating Committee will submit a slate of choices for each office to the Board, one month prior to the election of officers. Any Board member may place in nomination additional names from the floor for any office at the meeting where the election takes place.

Section 3. Election and Term of Office - The Chairperson, and Vice Chairperson, Secretary, and Treasurer shall be elected each year by the membership. Elections will be held at the first meeting of the calendar year in which seven or more Board positions are filled. Officers and members whose terms have expired may continue to serve until the vacancies have been filled. Election of officers may be done by secret ballot or verbal agreement.

Section 4. Vacancies - Any vacancies of officers may be filled by a majority vote of the Board Aging & Disability Resource Center.

Section 5. Removal - Any officer elected or appointed by the Board Aging & Disability Resource Center may be removed with reason by a majority vote of the Board Aging & Disability Resource Center.

Section 6. Chairperson - The Chairperson shall preside at all Board meetings of the Aging & Disability Resource Center and shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board Aging & Disability Resource Center. The Chairperson shall report to the County Executive periodically as to the progress of services for the elderly people who are older and adults with disabilities in Brown County.

Section 7. Vice Chairperson - In the absence of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson. In the event of resignation, removal or death of the Chairperson, the Vice Chairperson will assume the role of Chairperson until such time as the term of the Chairperson would have expired.

Section 8. Secretary - The Secretary shall ensure that the minutes of the meetings are kept and that all notices are given with the provision stated in the Aging & Disability

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Resource Center policies. The Secretary shall perform those duties assigned by the Chairperson of the Board Aging & Disability Resource Center.

Section 9. Treasurer - The Treasurer shall be Chairperson of the Finance Committee and shall perform those duties assigned by the Chairperson of the Board Aging & Disability Resource Center.

ARTICLE IV - MEETINGS

Section 1. Regular Meetings - Regular monthly meetings shall be held a minimum of eight (8) times per year. Twenty-four (24) hour public notice must be given prior to each meeting to include the proposed agenda. Sections 19.81 through 19.98, Wisconsin Statutes, govern meeting notices.

Section 2. Annual Meeting - One annual meeting shall be held each year for the purpose of election of officers, receiving of new members and such other business as may come before the meeting.

Section 3. Special Meetings - Special meetings shall be called by the Chairperson or any three (3) members of the Board Aging & Disability Resource Center. Twenty-four (24) hour notice shall be given prior to the meeting either by phone or by mail by the Secretary. In the case of an emergency, at least two hours prior notice must be given.

Section 4. Quorum - A majority of the Board Aging & Disability Resource Center shall constitute a quorum for the transaction of business at any Board meeting. of the Aging & Disability Resource Center.

Section 5. Conduct of Meetings - Meetings are to be conducted under Roberts Rules of Order.

Section 6. Compensation of Members - Members shall be compensated for expenses incurred while participating in official Aging & Disability Resource Center business. Reimbursement shall be based on county policy.

ARTICLE V - COMMITTEES

Section 1. Standing Committees - Executive, Personnel, Finance, and Program and Advocacy shall be the standing committees of the Board. ~~Long Term Care, Program (Nutrition, Senior Center, Transportation), and Resource Planning committees. Other committees deemed necessary by the Aging & Disability Resource Center shall be appointed by the Board Chairperson to facilitate the smooth operation of the Aging & Disability Resource Center's business.~~ Each committee is responsible for developing a charge that is approved by the Board.

Section 2. Standing Committee Membership - Committee membership shall be comprised of a minimum of three board members; in addition, the Board Chairperson shall serve as a member of all committees. Two members A majority of committee members shall constitute a quorum for the transaction of business. Committee membership shall be as follows:

Executive Committee: Board Officers

Finance Committee: Treasurer plus members appointed by the Board Chairperson
~~Resource Planning Committee: Board Chairperson and Committee Chairpersons~~
Personnel Committee: Appointed by Board Chairperson
Program & Advocacy Committee: Appointed by Board Chairperson
~~Long Term Care Committee: Appointed by Board Chairperson~~

Section 3. Ad hoc Committees - Ad hoc committees deemed necessary by the Board Aging & Disability Resource Center shall be appointed by the Chairperson.

ARTICLE VI - ADVISORY COUNCIL

Section 1. - The Board Aging & Disability Resource Center may, by majority, appoint an Advisory Council. Their appointment by the majority vote of the Board Aging & Disability Resource Center will be for one (1) year and renewable upon the decision of the Board Aging & Disability Resource Center. Advisory councils must follow the open meetings law.

Section 2. Purpose - The purpose of the Advisory Council is to advise the Board Aging & Disability Resource Center on all matters relating to the needs of the elderly people who are older and adults with disabilities and the resources available to meet these needs.

Section 3. Membership - The Advisory Council shall consist of ~~representatives from the elderly population and general public~~ persons who are older, adults with disabilities, their caregivers, and the general public. In addition, membership should consist of representatives of public and voluntary agencies and organizations offering services to the ~~elderly~~ this population.

Section 4. Meetings - The Advisory Council ~~may~~ shall meet as frequently as necessary and ~~may~~ shall report to the Board. Aging & Disability Resource Center at all regular meetings.

Section 5. Officers - The Advisory Council ~~may~~ shall elect those officers. ~~it deems necessary.~~

ARTICLE VII - AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Aging & Disability Resource Center members present at any meeting, regular or special, if at least five (5) days' written notice, with copies of proposed changes, is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

By consensus, the committee decided to send these amendments to the full board for discussion at its April meeting. Once board members had the opportunity to review and comment, the committee would meet to finalize the by-laws for approval at the May board meeting.

Announcements: There were no announcements.

Adjourn: The meeting adjourned at 2:30.

Respectfully Submitted,



Sunny Archambault
Director

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